

**Amendment to the Agreement
Between
Aero Communications, LLC
and
BellSouth Telecommunications, Inc.
Dated January 16, 2004**

Pursuant to this Amendment, (the "Amendment"), Aero Communications, LLC ("Aero"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated January 16, 2004("Agreement") to be effective on February 10, 2005.

WHEREAS, BellSouth and Aero entered into the Agreement on January 16, 2004, and;

WHEREAS, both Parties agree that an initial New Installation of a 2-Wire Port/Loop Combination- Residence line provisioned at a Location where QuickServe is available on the line shall incur a QuickServe Non-Recurring Charge (NRC) at the NRC Currently Combined Conversion Rate set forth in the Agreement and that any initial New Installation of a 2-Wire Port/Loop Combination - Residence line provisioned at a location where QuickServe is not available, shall incur the Not Currently Combined NRC, First and Additional rates set forth in the Agreement;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree to incorporate into Attachment 2 of the Agreement the rates and USOCs as set forth in Exhibit 1 of this Amendment attached hereto and incorporated herein by this reference.
2. All of the other provisions of the Agreement, dated January 16, 2004, shall remain in full force and effect.
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

BellSouth Telecommunications, Inc.

By: Kristen Rowe

Name: Kristen Rowe

Title: Director

Date: 1/18/05

Aero Communications, LLC

By: Todd Heinrich

Name: Todd Heinrich

Title: CEO

Date: 1/13/05

| UNBUNDLED NETWORK ELEMENTS - Kentucky | | | | | | | | | | | Attachment: 2 | | Exhibit: A | | | | | |
|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|---------|------|-------|-------|------------|----------------------------------|--------------------------------------|----------------------------------------------------------|------------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------------------|------------|-------|-------|-------|--|--|
| CATEGORY | RATE ELEMENTS | Interim | Zone | BCS | USOC | RATES (\$) | Svc Order Submitted Elec per LSR | Svc Order Submitted Manually per LSR | Incremental Charge - Manual Svc Order vs. Electronic-1st | Incremental Charge - Manual Svc Order vs. Electronic-Add'l | Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st | Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l | | | | | | |
| | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | |
| | | | | | | Rec | Nonrecurring | | Nonrecurring Disconnect | | OSS Rates (\$) | | | | | | | |
| | | | | | | | First | Add'l | First | Add'l | SOME C | SOMAN | SOMAN | SOMAN | SOMAN | SOMAN | | |
| UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES | | | | | | | | | | | | | | | | | | |
| NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED | | | | | | | | | | | | | | | | | | |
| | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service | | | UEPRX | URECC | 0.10 | | | | | | | | | | | | |